

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

In re)	PROMESA
)	Title III
)	
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,)	No. 17 BK 3283-LTS
)	(Jointly Administered)
)	
As a representative of)	Re: Dkt. Nos. 2075, 2259, 2148, and 2142
)	
THE COMMONWEALTH OF PUERTO RICO <i>et al.</i>,)	
)	
Debtors.¹)	
)	

**OMNIBUS ORDER AWARDING INTERIM ALLOWANCE OF COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES
FOR THE FIRST INTERIM COMPENSATION PERIOD
FROM MAY 3 THROUGH SEPTEMBER 30, 2017**

This matter coming before the Court on the interim fee applications (together Dkt. Nos. 2075, 2259, 2148, and 2142, the (“Applications”)) indicated as “Recommended for Approval” on the attached Exhibit A, pursuant to sections 316 and 317 of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”), Pub. L. No. 114-187, §§ 316, 317, 130 Stat., 549, 584-85 (2016), and Rule 2016 of the Local Rules of Bankruptcy Practice and Procedure of the U.S. Bankruptcy Court for the District of Puerto Rico, for the

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

interim allowance of certain fees, including all holdbacks and expenses incurred by the Applicants for the specific period of time set forth in each of the Applications (the “**Compensation Period**”); filed in accordance with the *Order Setting Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Dkt. No. 1150] (the “**Interim Compensation Order**”); the *First Amended Order Setting Procedures of Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 1715] (the “**First Amended Interim Compensation Order**”); and the *Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 1416] (the “**Fee Examiner Order**”); and the Court having reviewed the Applications and/or the supplemental report filed by the Fee Examiner with respect to the Applications [*see* Dkt. No. 2909]; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to PROMESA section 306(a); and (b) notice of the Applications and the hearing thereon being adequate under the circumstances; and (c) all parties with notice of the Applications having been afforded the opportunity to be heard on the Applications, and no objections having been filed; now therefore

IT IS HEREBY ORDERED THAT:

1. The Applications are GRANTED on an interim basis, to the extent set forth on the attached **Exhibit A**.
2. Each of the Applicants is allowed (a) interim compensation for services rendered during the Compensation Period and (b) interim reimbursement for actual and necessary expenses incurred during the Compensation Period, each in the respective amounts set forth on the attached **Exhibit A**, including, except as otherwise indicated, any and all holdbacks.

3. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are hereby authorized and directed to pay, except as otherwise indicated on **Exhibit A**, each of the Applicants 100 percent of the fees and 100 percent of the expenses listed on **Exhibit A** under the columns “Interim Fees Recommended for Approval” and “Interim Expenses Recommended for Approval,” respectively, for services rendered and expenses incurred during the Compensation Period.

4. Pursuant to the Fee Examiner’s supplemental report, the first interim fee applications of Proskauer Rose LLP, and McKinsey & Company, Inc., [Dkt. Nos. 2068, 2043, 2045, 2053, 2066, 2073] remain adjourned for consideration at a later hearing date.

SO ORDERED.

Dated: April 17, 2018

/s/ Laura Taylor Swain
LAURA TAYLOR SWAIN
United States District Judge

EXHIBIT A

First Interim Fee Period Uncontested

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Voluntary Discounts	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
<i>Bankruptcy Counsel to Debtors</i>								
1 O'Neill & Borges LLC [Dkt. No. 2075]	5/3/2017 - 9/30/2017	\$ 289,691.55	\$ 280.00	\$ 20,863.50	\$ 5,348.00	yes	\$ 289,411.55	\$ 15,515.50
<i>Independent Contractor to Debtors</i>								
2 Andrew Wolfe [Dkt. No. 2259]	8/1/2017 - 9/30/2017	\$ 50,000.00	\$ -	\$ 7,526.14	\$ 158.28	no	\$ 50,000.00	\$ 7,367.86
<i>Financial Advisors to the Puerto Rico Fiscal Agency and Financial Advisory Authority</i>								
3-a Ankura Consulting Group, LLC [Dkt. No. 2148]	6/1/2017 - 9/30/2017	\$ 1,961,754.00	\$ 35,983.64	\$ 63,804.29	\$ -	no	\$ 1,925,770.36	\$ 63,804.29
<i>Financial Advisors to PREPA</i>								
3-b Ankura Consulting Group, LLC [Dkt. No. 2142]	7/2/2017 - 9/30/2017	\$ 2,260,252.50	\$ 35,983.64	\$ 129,303.57	\$ -	no	\$ 2,224,268.86	\$ 129,303.57
Totals Unresolved								
		\$ 4,561,698.05	\$ 72,247.28	\$ 221,497.50	\$ 5,506.28	\$ -	\$ 4,489,450.77	\$ 215,991.22